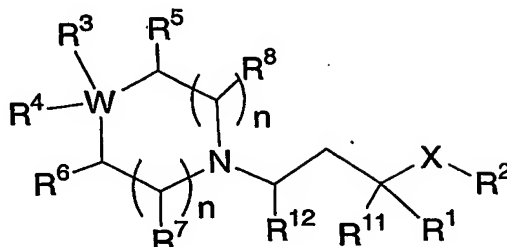


## WHAT IS CLAIMED IS:

1. A compound of the formula I:



- 5 W is selected from the group consisting of:

C, N, and -O-, wherein when W is N, then R<sup>4</sup> is absent, and when W is -O-, then both R<sup>3</sup> and R<sup>4</sup> are absent;

- 10 X is selected from the group consisting of:

-NR<sup>10</sup>-, -O-, -CH<sub>2</sub>O-, -CONR<sup>10</sup>-, -NR<sup>10</sup>CO-, -CO<sub>2</sub>-, -OCO-,  
-CH<sub>2</sub>(NR<sup>10</sup>)CO-, -N(COR<sup>10</sup>)-, and -CH<sub>2</sub>N(COR<sup>10</sup>)-,

and where R<sup>10</sup> is independently selected from: hydrogen, C<sub>1-6</sub> alkyl, benzyl, phenyl,  
and C<sub>1-6</sub> alkyl-C<sub>3-6</sub> cycloalkyl,

which is unsubstituted or substituted with 1-3 substituents where the substituents  
are independently selected from: halo, C<sub>1-3</sub>alkyl,

C<sub>1-3</sub>alkoxy and trifluoromethyl;

or where R<sup>10</sup> and R<sup>2</sup> may be joined together to form a 5- or 6-membered ring,

- 15 R<sup>1</sup> is selected from:

20 hydrogen, -C<sub>0-6</sub>alkyl-Y-phenyl-, -C<sub>0-6</sub>alkyl-Y-heterocycle-,  
-C<sub>0-6</sub>alkyl-Y-(C<sub>1-6</sub>alkyl)-, and  
-(C<sub>0-6</sub>alkyl)-Y-(C<sub>0-6</sub>alkyl)-(C<sub>3-7</sub>cycloalkyl)-(C<sub>0-6</sub>alkyl),

where Y is selected from:

a single bond, -O-, -S-, -SO-, -SO<sub>2</sub>-, and -NR<sup>10</sup>-,

25 and where the phenyl, heterocycle, alkyl and the cycloalkyl are unsubstituted or  
substituted with 1-7 substituents where the substituents are independently selected  
from:

- (a) halo,

- (b) hydroxy,
- (c) -O-C<sub>1-3</sub>alkyl,
- (d) trifluoromethyl,
- (e) C<sub>1-3</sub>alkyl,
- 5. (f) -C<sub>3-6</sub>cycloalkyl
- (g) -CO<sub>2</sub>R<sup>9</sup>, wherein R<sup>9</sup> is independently selected from: hydrogen, C<sub>1-6</sub>alkyl, C<sub>5-6</sub> cycloalkyl, benzyl or phenyl, which is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from: halo, C<sub>1-3</sub>alkyl, C<sub>1-3</sub>alkoxy and trifluoromethyl,
- 10 (h) -CN,
- (i) -NR<sup>9</sup>R<sup>10</sup>,
- (j) -NR<sup>9</sup>COR<sup>10</sup>,
- (k) -NR<sup>9</sup>SO<sub>2</sub>R<sup>10</sup>,
- (l) -NR<sup>9</sup>CO<sub>2</sub>R<sup>10</sup>,
- 15 (m) -NR<sup>9</sup>CONR<sup>9</sup>R<sup>10</sup>,
- (n) -CONR<sup>9</sup>R<sup>10</sup>,
- (o) heterocycle,
- (p) phenyl;

20 R<sup>2</sup> is selected from:

(C<sub>0-6</sub>alkyl)-phenyl and (C<sub>0-6</sub>alkyl)-heterocycle,

where the alkyl is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:

- 25 (a) halo,
- (b) hydroxy,
- (c) -O-C<sub>1-3</sub>alkyl,
- (d) trifluoromethyl,
- (e) -C<sub>1-3</sub>alkyl,
- (f) -CO<sub>2</sub>R<sup>9</sup>, and
- 30 (g) oxo;

and where the phenyl and the heterocycle may be unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,

- 5 (c) trifluoromethoxy,  
 (d) hydroxy,  
 (e) C<sub>1-6</sub>alkyl,  
 (f) C<sub>3-7</sub>cycloalkyl,  
 (g) -O-C<sub>1-6</sub>alkyl,  
 (h) -O-C<sub>3-7</sub>cycloalkyl,  
 (i) -SCF<sub>3</sub>,  
 (j) -S-C<sub>1-6</sub>alkyl,  
 (k) -SO<sub>2</sub>-C<sub>1-6</sub>alkyl,  
 10 (l) phenyl,  
 (m) heterocycle,  
 (n) -CO<sub>2</sub>R<sup>9</sup>,  
 (o) -CN,  
 (p) -NR<sup>9</sup>R<sup>10</sup>,  
 15 (q) -NR<sup>9</sup>-SO<sub>2</sub>-R<sup>10</sup>,  
 (r) -SO<sub>2</sub>-NR<sup>9</sup>R<sup>10</sup>,  
 (s) -CONR<sup>9</sup>R<sup>10</sup>, and  
 (t) -O-phenyl;

20 R<sup>3</sup> is selected from:

hydrogen, (C<sub>0-6</sub>alkyl)-phenyl, (C<sub>0-6</sub>alkyl)-heterocycle, C<sub>1-6</sub>alkyl, CF<sub>3</sub>, C<sub>3-7</sub>cycloalkyl, -NR<sup>9</sup>R<sup>10</sup>, -CO<sub>2</sub>R<sup>9</sup>, -NR<sup>9</sup>-SO<sub>2</sub>-R<sup>10</sup>, -NR<sup>9</sup>CONR<sup>9</sup>R<sup>10</sup>, and -CONR<sup>9</sup>R<sup>10</sup>,

where the alkyl is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- 25 (a) halo,  
 (b) hydroxy,  
 (c) -O-C<sub>1-3</sub>alkyl, and  
 (d) trifluoromethyl,

and where the phenyl, heterocycle, and cycloalkyl are unsubstituted or substituted with 1-

30 5 substituents where the substituents are independently selected from:

- (a) halo,  
 (b) trifluoromethyl,  
 (c) hydroxy,  
 (d) C<sub>1-3</sub>alkyl,

- (e) -O-C<sub>1-3</sub>alkyl,
- (f) -CO<sub>2</sub>R<sup>9</sup>,
- (g) -CN,
- (h) -NR<sup>9</sup>R<sup>10</sup>, and
- (i) -CONR<sup>9</sup>R<sup>10</sup>
- (j) NR<sup>9</sup>SO<sub>2</sub>R<sup>10</sup>,
- (k) SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>
- (l) phenyl,
- (m) heterocycle;

and where the phenyl, heterocycle, and cycloalkyl may or may not be fused to another phenyl or heterocycle;

R<sup>4</sup> is selected from:

- (a) hydrogen,
- (b) hydroxy,
- (c) C<sub>1-6</sub>alkyl,
- (d) C<sub>1-6</sub>alkyl-hydroxy,
- (e) -O-C<sub>1-3</sub>alkyl,
- (f) C<sub>0-6</sub>CO<sub>2</sub>R<sup>9</sup>,
- (g) -CONR<sup>9</sup>R<sup>10</sup>, and
- (h) -CN;

or R<sup>3</sup> and R<sup>4</sup> may be joined together to form a ring which is selected from:

- (a) 1H-indene,
- (b) 2,3-dihydro-1H-indene,
- (c) 2,3-dihydro-benzofuran,
- (d) 1,3-dihydro-isobenzofuran,
- (e) 2,3-dihydro-benzothiofuran, and
- (f) 1,3-dihydro-isobenzothiofuran,

where the 1H-indene, 2,3-dihydro-1H-indene, 2,3-dihydro-benzofuran, 1,3-dihydro-isobenzofuran, 2,3-dihydro-benzothiofuran, and 1,3-dihydro-isobenzothiofuran may be unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (i) halo,
- (ii) trifluoromethyl,

- (iii) hydroxy,  
(iv) C<sub>1-3</sub>alkyl,  
(v) -O-C<sub>1-3</sub>alkyl,  
(vi) C<sub>0-4</sub>CO<sub>2</sub>R<sup>9</sup>,  
(vii) -CN,  
(viii) -NR<sup>9</sup>R<sup>10</sup>, and  
(ix) -CONR<sup>9</sup>R<sup>10</sup>  
(x) NR<sup>9</sup>SO<sub>2</sub>R<sup>10</sup>,  
(xi) SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>  
(xii) phenyl,  
(xiii) heterocycle;

R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup> and R<sup>8</sup> are independently selected from:

- (a) hydrogen,  
(b) hydroxy,  
(c) C<sub>1-6</sub>alkyl,  
(d) C<sub>1-6</sub>alkyl-hydroxy,  
(e) -O-C<sub>1-3</sub>alkyl,  
(f) oxo, and  
(g) halo,  
(h) C<sub>0-4</sub>CO<sub>2</sub>R<sup>9</sup>, and  
(i) CF<sub>3</sub>,

or where R<sup>5</sup> and R<sup>6</sup>, or R<sup>7</sup> and R<sup>8</sup> may be joined together via a C<sub>2-3</sub>alkyl chain to form a ring, or where R<sup>3</sup> and R<sup>5</sup>, or R<sup>4</sup> and R<sup>6</sup> may be joined together to form a ring which is phenyl, heterocycle, or cycloalkyl, wherein the ring is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:

- (i) halo,  
(ii) trifluoromethyl,  
(iii) hydroxy,  
(iv) C<sub>1-3</sub>alkyl,  
(v) -O-C<sub>1-3</sub>alkyl,  
(vi) -CO<sub>2</sub>R<sup>9</sup>,  
(vii) -CN,

- (viii)  $-NR^9R^{10}$ ,
- (ix)  $-CONR^9R^{10}$ , and
- (x) phenyl;

5

$R^{11}$  is selected from:

10

- (a) hydrogen,
- (b) halo
- (c)  $C_{1-6}$ alkyl,
- (d) hydroxy,
- (e)  $CO_2R^9$ ,
- (f)  $-O-C_{1-3}$ alkyl, and
- (g)  $-NR^9R^{10}$ ;

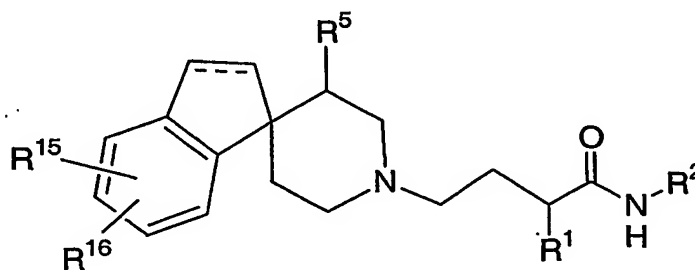
15  $R^{12}$  is selected from:

- (a) hydrogen,
- (b)  $C_{1-6}$ alkyl, and
- (c)  $CO_2R^9$ ;

20  $n$  is an integer selected from 0, 1, 2, and 3;

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

2. The compound of Claim 1 of the formula Ib:



25

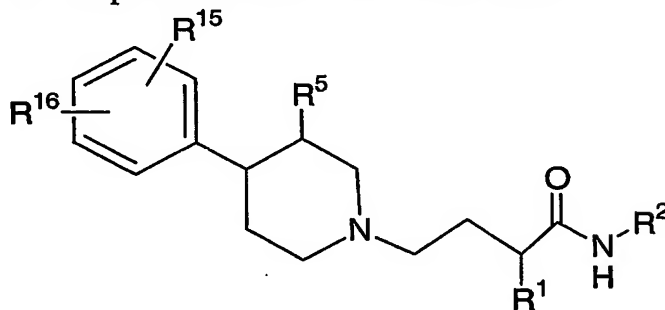
Ib

wherein the dashed line represents a single or a double bond and wherein  $R^{15}$  and  $R^{16}$  are independently selected from:

- (a) hydrogen,
- (b) halo,
- (c) trifluoromethyl,
- (d) hydroxy,
- (e) C<sub>1-3</sub>alkyl,
- (f) -O-C<sub>1-3</sub>alkyl,
- (g) -CO<sub>2</sub>H,
- (h) -CO<sub>2</sub>C<sub>1-3</sub>alkyl,
- (i) -CN, and
- (j) heterocycle;

and pharmaceutically acceptable salts and individual diastereomers thereof.

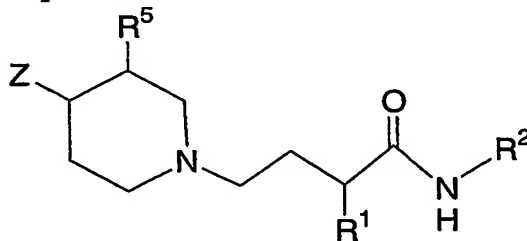
3. The compound of Claim 1 of the formula Ic:



Ic

and pharmaceutically acceptable salts and individual isomers thereof.

4. The compound of Claim 1 of the formula Id:



Id

where Z is a heterocycle selected from the group consisting of:

benzoimidazolyl, benzofuranyl, benzofurazanyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolaziny, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthpyridinyl, oxadiazolyl, oxazolyl, oxetanyl, pyranyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxaliny, tetrahydropyranyl, tetrazolyl, tetrazolopyridyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidiny, 1,4-dioxanyl, hexahydroazepiny, piperazinyl, piperidinyl, pyrrolidinyl, morpholiny, thiomorpholiny, dihydrobenzoimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinoliny, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidiny, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl, and N-oxides thereof, and where the heterocycle may be unsubstituted or substituted with 1-3 substituents, where the substituents are selected from:

- (a) hydrogen,
- (b) halo,
- (c) trifluoromethyl,
- (d) hydroxy,
- (e) C<sub>1-3</sub>alkyl,
- (f) -O-C<sub>1-3</sub>alkyl,
- (g) -CO<sub>2</sub>H,
- (h) -CO<sub>2</sub>C<sub>1-3</sub>alkyl, and
- (i) -CN,

and where the heterocycle may be fused to a phenyl or another heterocycle, and pharmaceutically acceptable salts and individual diastereomers thereof.

5. The compound of Claim 1 wherein X is -CONH-.

6. The compound of Claim 1 wherein R<sup>1</sup> is selected from: -C<sub>0-6</sub>alkyl-phenyl, C<sub>0-6</sub>alkyl-heterocycle, -C<sub>1-6</sub>alkyl, -C<sub>0-6</sub>alkyl-O-C<sub>1-6</sub>alkyl-, -C<sub>0-6</sub>alkyl-S-C<sub>1-6</sub>alkyl-, and -(C<sub>0-6</sub>alkyl)-(C<sub>3-7</sub>cycloalkyl)-(C<sub>0-6</sub>alkyl),



where the phenyl, heterocycle, alkyl and the cycloalkyl are unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C<sub>1-3</sub>alkyl,
- (d) trifluoromethyl,
- (e) C<sub>1-3</sub>alkyl,
- (f) -C<sub>3-6</sub>cycloalkyl
- (g) -CO<sub>2</sub>R<sup>9</sup>, wherein R<sup>9</sup> is independently selected from: hydrogen, C<sub>1-6</sub> alkyl, C<sub>5-6</sub> cycloalkyl, benzyl or phenyl, which is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from: halo, C<sub>1-3</sub>alkyl, C<sub>1-3</sub>alkoxy and trifluoromethyl,
- (h) -CN,
- (i) -NR<sup>9</sup>R<sup>10</sup>,
- (j) -NR<sup>9</sup>COR<sup>10</sup>,
- (k) -NR<sup>9</sup>SO<sub>2</sub>R<sup>10</sup>,
- (l) -NR<sup>9</sup>CO<sub>2</sub>R<sup>10</sup>,
- (m) -NR<sup>9</sup>CONR<sup>9</sup>R<sup>10</sup>,
- (n) -CONR<sup>9</sup>R<sup>10</sup>, and
- (p) phenyl.

7. The compound of Claim 6 wherein R<sup>1</sup> is selected from:

- (i) -C<sub>1-6</sub>alkyl, which is unsubstituted or substituted with 1-6 substituents where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C<sub>1-3</sub>alkyl,
- (d) trifluoromethyl,
- (e) -CN,
- (f) -NR<sup>9</sup>SO<sub>2</sub>R<sup>10</sup>,
- (g) -NR<sup>9</sup>CO<sub>2</sub>R<sup>10</sup>,
- (h) -NR<sup>9</sup>CONR<sup>9</sup>R<sup>10</sup>,
- (i) heterocycle,

- (j)  $-\text{CO}_2\text{R}^9$ , and  
(k)  $-\text{CONR}^9\text{R}^{10}$ ,
- (2)  $-\text{C}_0\text{-6alkyl-O-C}_1\text{-6alkyl-}$ , which is unsubstituted or substituted with 1-6 substituents where the substituents are independently selected from:
- 5 (a) halo, and  
(b) trifluoromethyl,
- (3)  $-\text{C}_0\text{-6alkyl-S-C}_1\text{-6alkyl-}$ , which is unsubstituted or substituted with 1-6 substituents where the substituents are independently selected from:
- 10 (a) halo, and  
(b) trifluoromethyl,
- (4)  $-(\text{C}_3\text{-5cycloalkyl})-(\text{C}_0\text{-6alkyl})$ , which is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:
- 15 (a) halo,  
(b) hydroxy,  
(c)  $-\text{O-C}_1\text{-3alkyl}$ ,  
(d) trifluoromethyl,  
(e)  $-\text{CN}$ ,  
(f)  $-\text{NR}^9\text{SO}_2\text{R}^{10}$ ,  
(g)  $-\text{NR}^9\text{CO}_2\text{R}^{10}$ ,  
20 (h)  $-\text{NR}^9\text{CONR}^9\text{R}^{10}$ ,  
(i) heterocycle,  
(j)  $-\text{CO}_2\text{R}^9$ , and  
(k)  $-\text{CONR}^9\text{R}^{10}$ ,
- (5) phenyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
- 25 (a) halo,  
(b) hydroxy,  
(c)  $-\text{O-C}_1\text{-3alkyl}$ ,  
(d) trifluoromethyl,  
30 (e)  $-\text{CN}$ ,  
(f)  $-\text{NR}^9\text{SO}_2\text{R}^{10}$ ,  
(g)  $-\text{NR}^9\text{CO}_2\text{R}^{10}$ ,  
(h)  $-\text{NR}^9\text{CONR}^9\text{R}^{10}$ ,  
(i) heterocycle,

- (j)  $-\text{CO}_2\text{R}^9$ , and
- (k)  $-\text{CONR}^9\text{R}^{10}$ ,

or where the phenyl may be fused to another phenyl or heterocycle,

(6) heterocycle, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c)  $-\text{O}-\text{C}_{1-3}\text{alkyl}$ ,
- (d) trifluoromethyl,
- (e)  $-\text{CN}$ ,
- (f)  $-\text{NR}^9\text{SO}_2\text{R}^{10}$ ,
- (g)  $-\text{NR}^9\text{CO}_2\text{R}^{10}$ ,
- (h)  $-\text{NR}^9\text{CONR}^9\text{R}^{10}$ ,
- (i) heterocycle,
- (j)  $-\text{CO}_2\text{R}^9$ , and
- (k)  $-\text{CONR}^9\text{R}^{10}$ ,

or where the heterocycle may be fused to another heterocycle or a phenyl.

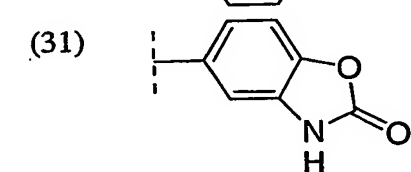
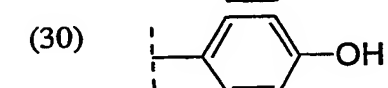
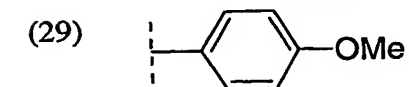
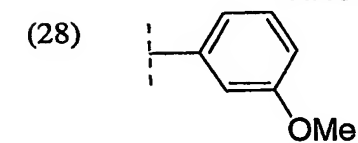
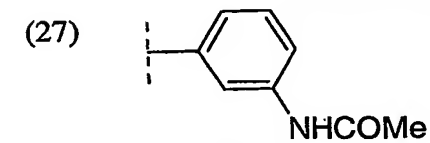
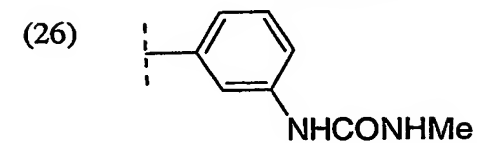
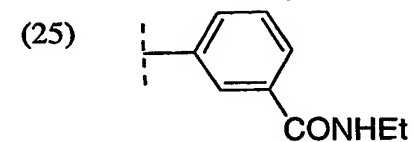
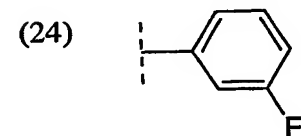
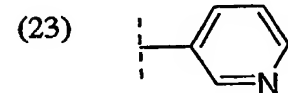
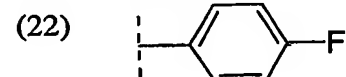
8. The compound of Claim 7 wherein that  $\text{R}^1$  is selected from:

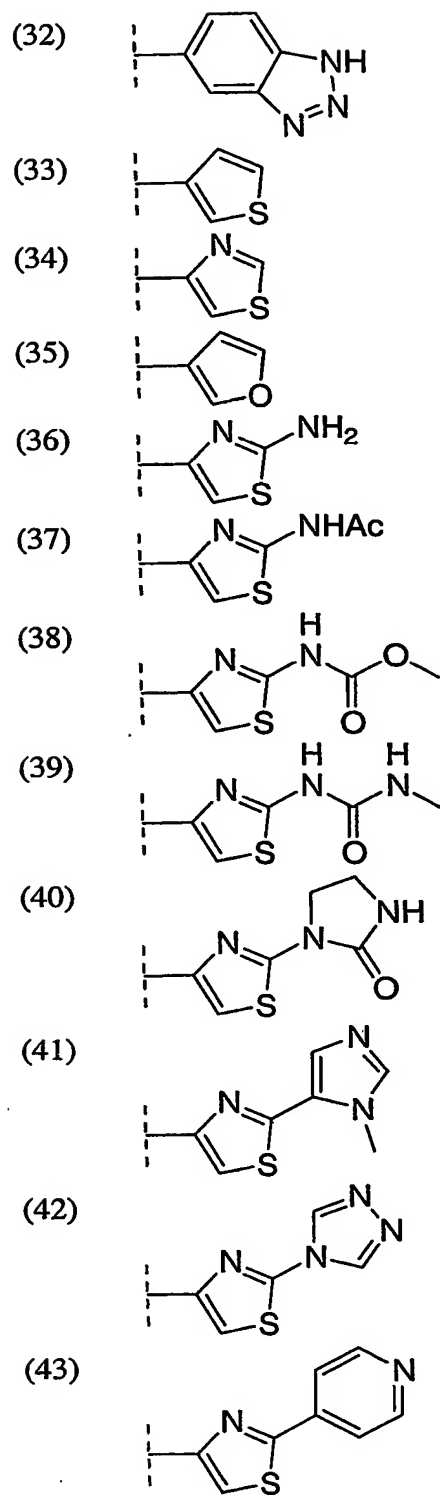
- (1)  $-\text{CH}(\text{CH}_3)_2$ ,
- (2)  $-\text{CH}_2\text{CH}_2\text{CH}_3$ ,
- (3)  $-\text{CH}_2\text{CH}(\text{CH}_3)_2$ ,
- (4)  $-\text{cyclopropyl}$ ,
- (5)  $-\text{cyclobutyl}$ ,
- (6)  $-\text{cyclopentyl}$ ,
- (7)  $-\text{CH}_2\text{-cyclopropyl}$ ,
- (8)  $-\text{CH}_2\text{-cyclobutyl}$ ,
- (9)  $-\text{C}(\text{CH}_3)_2(\text{OH})$ ,
- (10)  $-(\text{OH})\text{cyclobutyl}$ ,
- (11)  $-(\text{OH})\text{cyclopentyl}$ ,
- (12)  $-\text{C}(\text{CH}_3)_2(\text{NHCOCH}_3)$ ,
- (13)  $-\text{O}-\text{CH}_3$ ,
- (14)  $-\text{O}-\text{CH}(\text{CH}_3)_2$ ,
- (15)  $-\text{S}-\text{CH}_3$ ,

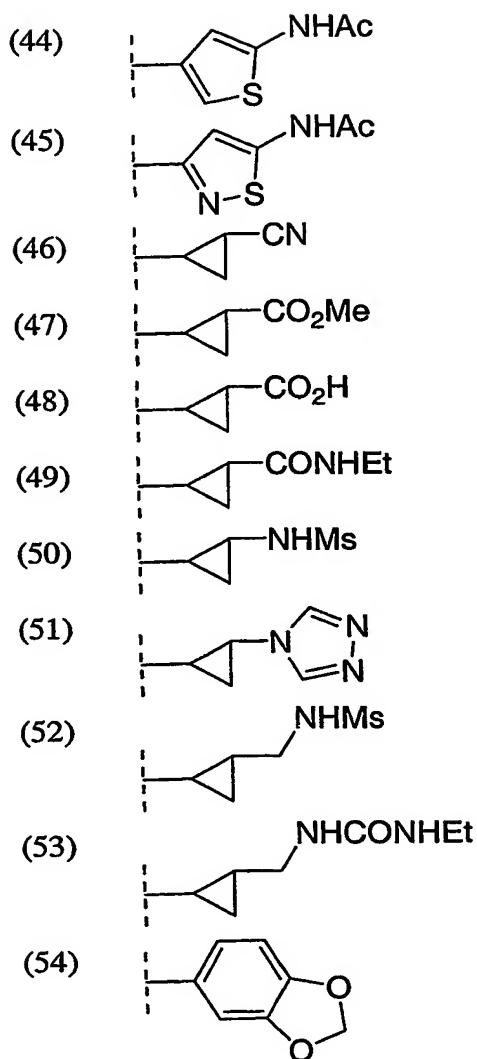
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(16) -S-CF<sub>3</sub>,(17) -SO<sub>2</sub>-CH<sub>3</sub>,(18) -S-CH(CH<sub>3</sub>)<sub>2</sub>,(19) -SO<sub>2</sub>-CH(CH<sub>3</sub>)<sub>2</sub>,(20) -NH-SO<sub>2</sub>-CH<sub>3</sub>,

(21) -phenyl,







and positional and stereo isomers thereof.

9. The compound of Claim 1 wherein R<sup>2</sup> is selected from:

-(C<sub>0-4</sub>alkyl)-phenyl and -(C<sub>0-4</sub>alkyl)-heterocycle,

where heterocycle is selected from:

furanyl, imidazolyl, oxadiazolyl, oxazolyl, pyrazolyl, pyrazinyl, pyridyl,

pyridazinyl, pyrimidyl, pyrrolyl, thiadiazolyl, thiazolyl, thienyl, and triazolyl, and

N-oxides thereof,

where the alkyl is unsubstituted or substituted with 1-7 substituents where the

substituents are independently selected from:

(a) halo,

- (b) hydroxy,
- (c) -O-C<sub>1-3</sub>alkyl,
- (d) trifluoromethyl,
- (e) -CO<sub>2</sub>R<sup>9</sup>

5 and where the phenyl or heterocycle is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C<sub>1-3</sub>alkyl,
- (f) -O-C<sub>1-3</sub>alkyl,
- (g) -CO<sub>2</sub>R<sup>9</sup>,
- (h) -S-C<sub>1-3</sub>alkyl,
- (i) -SO<sub>2</sub>-C<sub>1-3</sub>alkyl,
- (j) -SCF<sub>3</sub>,
- (k) -OPh,
- (l) -NR<sup>9</sup>R<sup>10</sup>,
- (m) -NR<sup>9</sup>-SO<sub>2</sub>-R<sup>10</sup>,
- (n) -SO<sub>2</sub>-NR<sup>9</sup>R<sup>10</sup>,
- (o) -CONR<sup>9</sup>R<sup>10</sup>, and
- (p) heterocycle.

10. The compound of Claim 9 wherein

25 R<sup>2</sup> is selected from:

-CH<sub>2</sub>-phenyl and -CH<sub>2</sub>-heterocycle, where the heterocycle is selected from: pyridyl, pyridazinyl, pyrimidyl, and N-oxides thereof,

and where the phenyl or heterocycle is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C<sub>1-3</sub>alkyl,

- 5
- (f) -O-C<sub>1-3</sub>alkyl,  
(g) -CO<sub>2</sub>-C<sub>1-3</sub>alkyl,  
(h) -CO<sub>2</sub>H,  
(i) -S-C<sub>1-3</sub>alkyl,  
(j) -SO<sub>2</sub>-C<sub>1-3</sub>alkyl,  
(k) -SCF<sub>3</sub>,  
(l) -NH<sub>2</sub>,  
(m) -NH-SO<sub>2</sub>-C<sub>1-3</sub>alkyl,  
(n) -SO<sub>2</sub>-NH<sub>2</sub>, and  
10 (o) heterocycle.

11. The compound of Claim 10 wherein R<sup>2</sup> is selected from:

- 15
- (1) -CH<sub>2</sub>-(phenyl),  
(2) -CH<sub>2</sub>-(4-bromophenyl),  
(3) -CH<sub>2</sub>-(3-chlorophenyl),  
(4) -CH<sub>2</sub>-(3,5-difluorophenyl),  
(5) -CH<sub>2</sub>-((2-trifluoromethyl)phenyl),  
(6) -CH<sub>2</sub>-((3-trifluoromethyl)phenyl),  
(7) -CH<sub>2</sub>-((4-trifluoromethyl)phenyl),  
20 (8) -CH<sub>2</sub>-((3-trifluoromethoxy)phenyl),  
(9) -CH<sub>2</sub>-((3-trifluoromethylthio)phenyl),  
(10) -CH<sub>2</sub>-((3-trifluoromethoxy-5-thiomethyl)phenyl),  
(11) -CH<sub>2</sub>-((3-trifluoromethoxy-5-methoxy)phenyl),  
(12) -CH<sub>2</sub>-((3-trifluoromethoxy-5-methanesulfonyl)phenyl),  
25 (13) -CH<sub>2</sub>-((3-trifluoromethoxy-5-amino)phenyl),  
(14) -CH<sub>2</sub>-((3-trifluoromethoxy-5-aminomethanesulfonyl)phenyl),  
(15) -CH<sub>2</sub>-((3-trifluoromethoxy-5-sulfonylamino)phenyl),  
(16) -CH<sub>2</sub>-((3,5-bis-trifluoromethyl)phenyl),  
(17) -CH<sub>2</sub>-((3-fluoro-5-trifluoromethyl)phenyl),  
30 (18) -CH(CH<sub>3</sub>)-((3,5-bis-trifluoromethyl)phenyl),  
(19) -C(CH<sub>3</sub>)<sub>2</sub>-((3,5-bis-trifluoromethyl)phenyl),  
(20) -CH<sub>2</sub>-(4-(2-trifluoromethyl)pyridyl),  
(21) -CH<sub>2</sub>-(5-(3-trifluoromethyl)pyridyl),  
(22) -CH<sub>2</sub>-(5-(3-trifluoromethyl)pyridazinyl),



(23)  $-\text{CH}_2-(4-(2\text{-trifluoromethyl})\text{pyridyl-N-oxide})$ , and

(24)  $-\text{CH}_2-(5-(3\text{-trifluoromethyl})\text{pyridyl-N-oxide})$ .

12. The compound of Claim 1 wherein  $\text{R}^3$  is phenyl or heterocycle,  
where the phenyl or heterocycle is unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) hydroxy,
- (d)  $\text{C}_{1-3}\text{alkyl}$ ,
- (e)  $-\text{O}-\text{C}_{1-3}\text{alkyl}$ ,
- (f)  $-\text{CO}_2\text{R}^9$ ,
- (g)  $-\text{CN}$ ,
- (h)  $-\text{NR}^9\text{R}^{10}$ , and
- (i)  $-\text{CONR}^9\text{R}^{10}$ .

13. The compound of Claim 12 wherein  $\text{R}^3$  is phenyl or heterocycle, where  
the phenyl or heterocycle is unsubstituted or substituted with 1-3 substituents where the  
substituents are independently selected from:

- (a) halo,
- (c) hydroxy,
- (d)  $\text{C}_{1-3}\text{alkyl}$ ,
- (e)  $-\text{O}-\text{C}_{1-3}\text{alkyl}$ , and
- (f)  $-\text{CO}_2\text{R}^9$ .

14. The compound of Claim 13 wherein  $\text{R}^3$  is phenyl,  
para-fluorophenyl, 3-carboxyphenyl, 3-pyridyl, 3,5-pyrimidyl, 1-benzimidazole, 3-indole, 1-  
indazole, 1-pyrrole, imidazolyl, diazoyl, triazolyl or tetrazoyl.

15. The compound of Claim 1 wherein  
 $\text{R}^4$  is selected from:

- (a) hydrogen,
- (b) hydroxy,

- (c) -CO<sub>2</sub>C<sub>1-6</sub>alkyl,
- (d) -CN,
- (e) fluoro, and
- (f) methyl.

5

16. The compound of Claim 1 wherein  
R<sup>5</sup> and R<sup>6</sup> are independently selected from:

- (a) hydrogen,
- (b) hydroxy,
- (c) -CH<sub>3</sub>,
- (d) -O-CH<sub>3</sub>,
- (e) oxo, and
- (f) -fluoro.

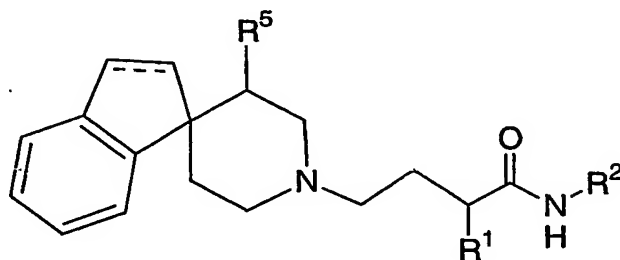
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17. The compound of Claim 1 wherein R<sup>11</sup> is hydrogen.

18. The compound of Claim 1 wherein R<sup>12</sup> is hydrogen.

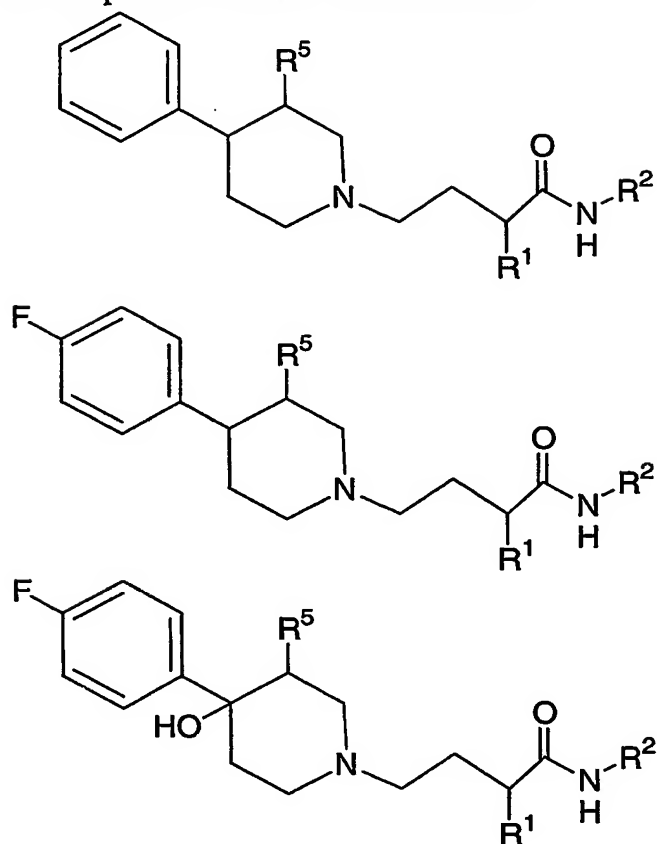
19. The compound of Claim 1 of the formula:



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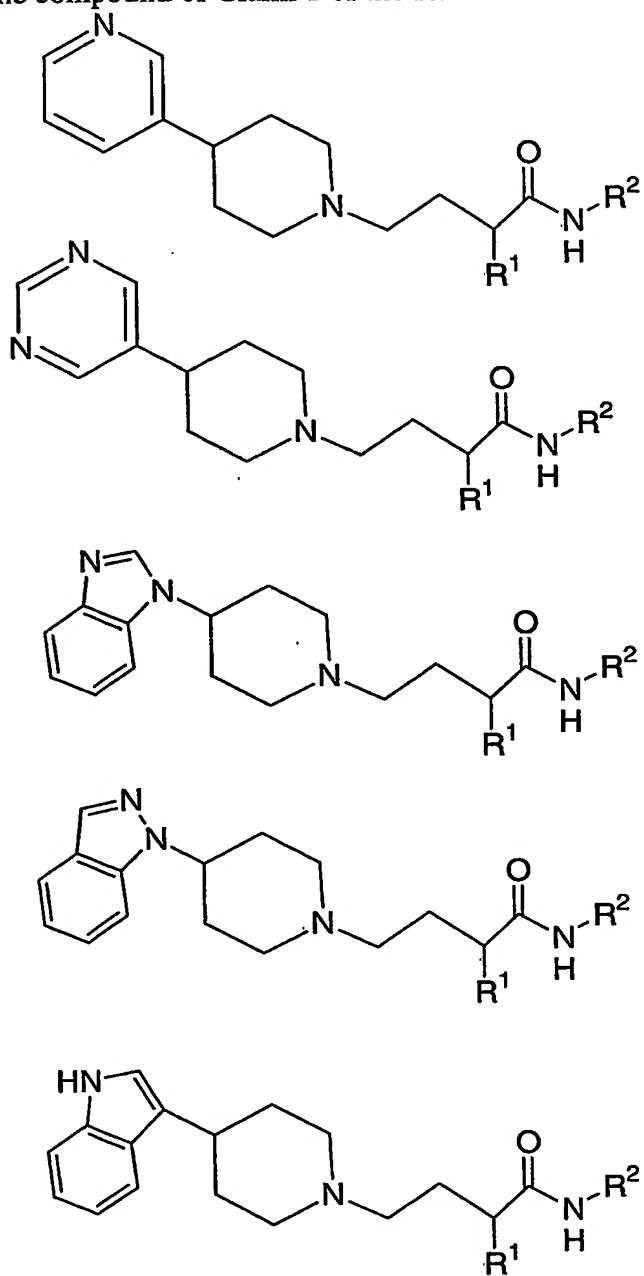
wherein the dashed line represents a single or a double bond,  
R<sup>5</sup> is hydrogen or methyl;  
and pharmaceutically acceptable salts and individual diastereomers thereof.

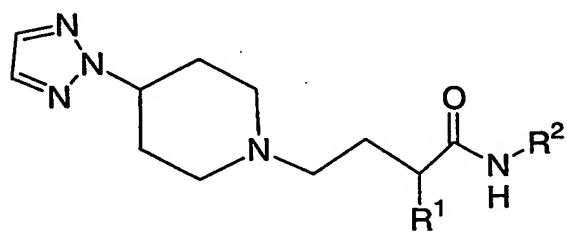
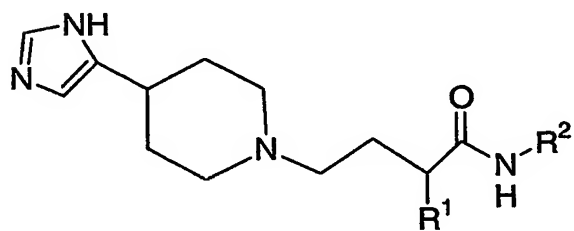
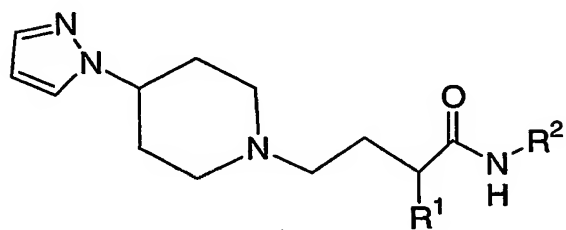
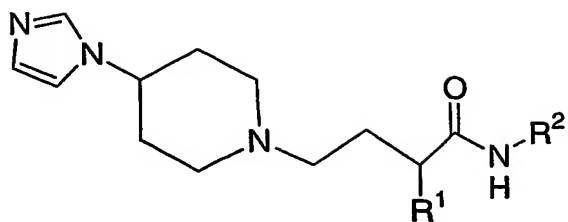
20. The compound of Claim 1 of the formula:

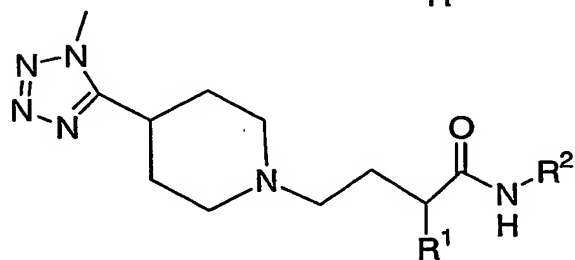
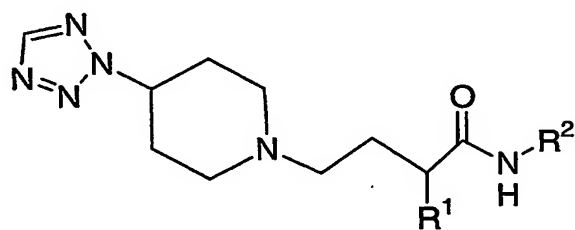
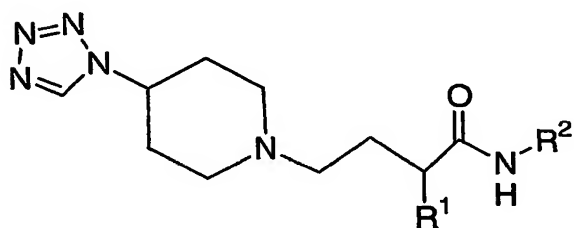
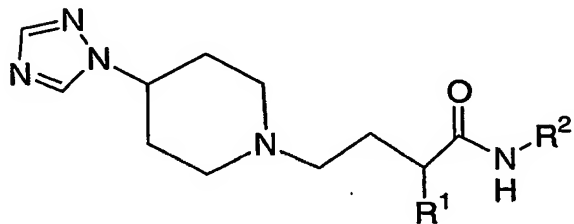
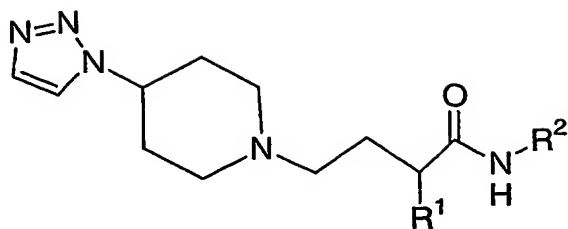


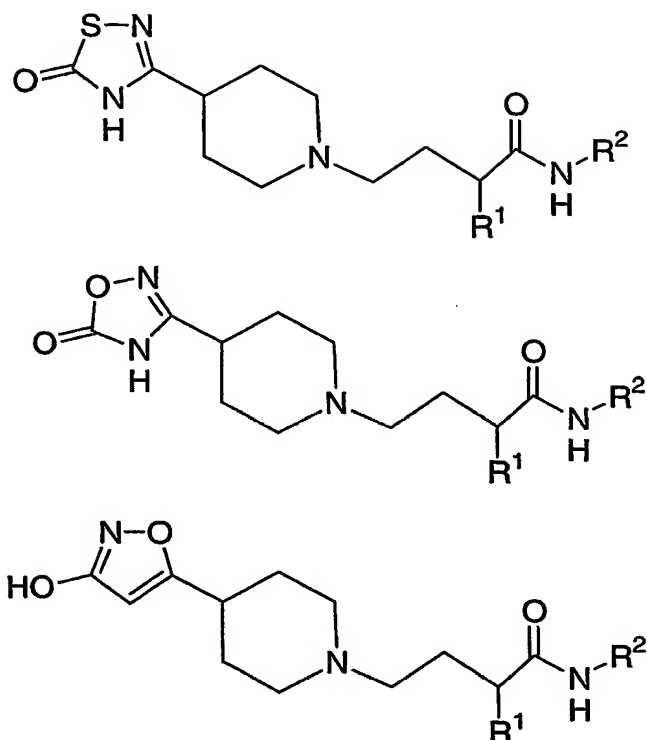
5 and pharmaceutically acceptable salts and individual diastereomers thereof.

21. The compound of Claim 1 of the formula:









and pharmaceutically acceptable salts and individual diastereomers thereof.

22. A compound which is selected from the group consisting of the title  
5 compounds of the Examples, and pharmaceutically acceptable salts and individual diastereomers thereof.

23. A pharmaceutical composition which comprises an inert carrier and a  
10 compound of Claim 1.

24. A method for modulation of chemokine receptor activity in a mammal in  
need thereof which comprises the administration of an effective amount of the compound of  
Claim 1.

25. A method for treating, ameliorating or controlling an inflammatory or  
15 immunoregulatory disorder or disease which comprises administering to a patient in need thereof  
an effective amount of the compound of Claim 1.

26. A method for reducing the risk of an inflammatory or immunoregulatory disorder or disease which comprises administering to a patient in need thereof an effective amount of the compound of Claim 1.

5 27. A method for treating, ameliorating or controlling rheumatoid arthritis which comprises administering to a patient in need thereof an effective amount of the compound of Claim 1.